

Direct Edge ECN

Direct Edge ECN LLC
545 Washington Boulevard
Jersey City, NJ 07310
Phone: 201.356.4267
Fax: 201.795.5038
www.directedge.com

September 28, 2007

Sent via electronic mail and overnight courier

Robert L.D. Colby
Deputy Director
Division of Market Regulation
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Supplemental Letter #2
Notice of Second Change in Ownership Structure

Dear Mr. Colby:

Direct Edge ECN LLC (Direct Edge) submitted a supplemental letter on July 23, 2007 advising the Division of Market Regulation (Division) of the Securities and Exchange Commission of a change in the ownership structure of Direct Edge referred to in Footnote 1 of the no-action letter issued by the Division on June 28, 2006.

Direct Edge hereby advises the Division of a second change in the ownership structure. Specifically, effective September 28, 2007, Direct Edge is indirectly owned by 1) Knight Capital Group, Inc. (38% ownership), 2) Citadel Derivatives Group LLC (31% ownership), and 3) The Goldman Sachs Group, Inc. (31% ownership).

Please contact me if you have any questions.

Thank you.

Sincerely,



Romeo Bermudez
Chief Compliance Officer
Direct Edge ECN LLC